

1/19/23, 3:43 PM

N2300000461

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000024069 3))



H230000240693ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : JAMES A. SCHMIDT, P.A.
Account Number : I20120000088
Phone : (813)250-3700
Fax Number : (813)250-3701

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jas@schmidtlawoffice.com

FLORIDA PROFIT/NON PROFIT CORPORATION UNU Freediving Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

2023 03 23 PM 3:58

17:4

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
UNU FREEDIVING FOUNDATION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is UNU Freediving Foundation, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in various charitable activities, as described in Internal Revenue Code Section 501(c)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its shareholders, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or to otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be stated in the corporation's bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

James A. Schmidt, Esq.
2904 W. Bay to Bay Blvd
Tampa, FL 33629

((H23000024069 3))

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of the corporation are as follows:

Juan M. Valdivia-Valdivia, M.D. Director
26 S. Treasure Drive
Tampa, Florida 33609

Ricardo Paris Director
2809 SW 27th Avenue
Miami, Florida 33133

Scott Hallinan Director
6237 Tripletail Court
Lakewood Ranch, Florida 34202

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

James A. Schmidt, Esq.
2904 W. Bay to Bay Blvd
Tampa, FL 33629

ARTICLE VIII - PRINCIPAL OFFICE

The corporation's principal office and mailing address shall be as follows:

26 S. Treasure Drive
Tampa, Florida 33609

ARTICLE IX - DISTRIBUTIONS OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, all remaining assets shall be distributed and used exclusively for the purpose of engaging in the various charitable purposes of the Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

((H23000024069 3))

ARTICLE X – DISTRIBUTION OF INCOME

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942 or the corresponding section of any future tax code.

ARTICLE XI – ACTS OF SELF DEALING

The Corporation will not engage in any act of self dealing as defined in Internal Revenue Code Section 4941(d) or the corresponding section of any future tax code.

ARTICLE XII – EXCESS BUSINESS HOLDINGS

The Corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c) or the corresponding section of any future tax code.

ARTICLE XIII – TAXABLE INVESTMENTS

The Corporation will not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944 or the corresponding section of any future tax code.

ARTICLE XIV – TAXABLE EXPENDITURES

The Corporation will not make any taxable expenditure as defined in Internal Revenue Code Section 4945(d) or the corresponding section of any future tax code.

ARTICLE XV – BY-LAWS

The By-Laws of this Corporation shall be made, altered or amended by a majority vote of the Board of Directors.

[Signature Page to Follow]

((H23000024069 3))

[Signature Page To Articles Of Incorporation]

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of January, 2023.



James A. Schmidt, Esq.
Incorporator

11/19/23

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT OF
UNU FREEDIVING FOUNDATION, INC.**

Pursuant to Florida Statutes Sections 48.091 and 617.0501, the following is submitted:


The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2904 W. Bay to Bay Blvd
Tampa, FL 33629

has named James A. Schmidt, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



James A. Schmidt, Esq.
Registered Agent